Secretariat
845 Sherbrooke St. West, room 313
Montreal, QC, H3A 0G4
Tel: (514) 398-3948 | Fax: (514) 398-4758

The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of May 23, 2017. They are presented to the Board of Governors for its consideration.

I.   FOR APPROVAL BY THE BOARD OF GOVERNORS

1.   Appointments to Advisory Committees

1.1   Advisory Committee for the Possible Reappointment of the Deputy Provost (Student Life and Learning)

In accordance with the University Statutes, before recommending an appointment of a Vice-Principal, the Principal shall have consulted an advisory committee consisting of **four representatives of the Board of Governors**, four representatives of the Senate and two students. The NGE Committee is recommending the following appointments of representatives of the Board to serve on the Advisory Committee for the Possible Reappointment of the Deputy Provost (Student Life and Learning).

Be it resolved that the Board of Governors, on the recommendation of, the Nominating, Governance, and Ethics Committee, approve the appointments of Mr. Stuart (Kip) Cobbett, Ms. Sally McDougall, Mr. Sam Minzberg, and Ms. Cynthia Price Verreault as representatives of the Board of Governors on the Advisory Committee for the possible Reappointment of the Deputy Provost (Student Life and Learning), and the appointment of Stephen Halperin as an alternate member.

1.2   Advisory Committee for the Possible Reappointment of the Vice-Principal (University Advancement)

In accordance with the University Statutes, before recommending an appointment of a Vice-Principal, the Principal shall have consulted an advisory committee consisting of **four representatives of the Board of Governors**, four representatives of the Senate and two students. The NGE Committee is recommending the following appointments of representatives of the Board to serve on the Advisory Committee for the Possible Reappointment of the Vice-Principal (University Advancement).

Be it resolved that the Board of Governors, on the recommendation of, the Nominating, Governance, and Ethics Committee, approve the appointments of Mr. Claude Généreux, the Honourable Michael A. Meighen, Mr. Ram Panda, and Ms. Manon Vennat (subject to her willingness to serve) as representatives of the

Board of Governors on the Advisory Committee for the possible reappointment of the Vice-Principal (University Advancement) and the appointments of Ms. Kathy Fazel and Ms. Maryse Bertrand as alternate members.

2.   Appointments to Board Standing Committees   [NG16-29]

The NGE Committee reviewed the status of appointments on all Board Standing Committees. Based on its review and consultations carried out with Committee Chairs and Board Committee members, the NGE Committee recommends the appointments and reappointments noted below.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the following:

[With respect to the Audit Committee]:

- *The reappointment of **Mr. Michael Boychuk** as Chair of the Audit Committee for a one-year term starting July 1, 2017 and ending June 30, 2018.*

[With respect to the Building and Property Committee]:

- *The appointment of **Mr. Jacob Lavigne** as a student member of the Building and Property Committee for a one- year term starting June 1, 2017 and ending May 31, 2018.*

[With respect to the Committee to Advise on Matters of Social Responsibility]:

- *The appointment of **Ms. Alice Lefebvre** as a student of the Committee to Advise of Matters of Social Responsibility for a one-year term starting June 1, 2017 and ending May 31, 2018.*

[With respect to the Executive Committee]:

- *The appointment of **Ms. Muna Tojiboeva** as a student member of the Executive Committee for a one-year term starting June 1, 2017 and ending May 31, 2018.*

- *The appointment of **Mr. Pierre Matuszewski** as a member of the Executive Committee for a three-year term starting July 1, 2017 and ending June 30, 2020.*

[With respect to the Finance Committee]:

- *The appointment of **Ms. Abeer Almir Ali** as a student member of the Finance Committee for a one-year term starting June 1, 2017 and ending May 31, 2018.*

[With respect to the Nominating, Governance and Ethics Committee]:

- *The appointment of **Ms. Muna Tojiboeva** as a student member of the Nominating, Governance and Ethics Committee for a one-year term starting June 1, 2017 and ending May 31, 2018.*

3.   Proposed Amendments to University Statutes Regarding Terms of Service on the Board of Governors

Amendments to the Statutes are proposed to align the start and end dates of the terms of office for representatives elected by the McGill Alumni Association (MAA), by Senate, by full-time administrative and support staff, and by full-time academic staff serving on the Board of Governors.

On April 28, 2015, the Board approved that terms of members-at-large on the Board and on Board Committees start on July 1st and end on June 30th. This change was made to align the terms of at-large members with the governance cycle, which runs generally from July 1st to June 30th. At that time, the Committee noted the preference to align other Board members' terms to reflect the July 1st to June 30th cycle.

While the Statutes do not set specific start and end times of service for members-at-large, they do set specific start and end times of service for several other categories of membership on the Board of Governors:

- Representatives of the MAA serve five-year terms, from January 1st and ending December 31st;
- Representatives of Senate, Administrative and Support Staff, and Academic Staff serve three-year terms, from January 1st to December 31st;
- Representatives of Student Associations serve one-year terms from June 1st to May 31th.

In order to provide for more consistency in members' terms on the Board and to ensure continuity of members' participation in governance meetings throughout the governance year, it is recommended that the terms of service for the following constituencies be amended within the Statutes to a term cycle of July 1st to June 30th:

- Representatives of the MAA
- Representatives of Senate
- Representatives of Academic Staff
- Representatives of Administrative and Support Staff

Implementing this change would result in the need to extend the terms of office of representatives of the current academic staff, the administrative staff, the Senate and the MAA by 6 months.

Be it resolved that the Board of Governors approve amendments to article 1.1.6 of the University Statutes as follows:

"the term of office of governors elected by the Alumni Association, by Senate, by the full-time administrative and support staff, and by the full-time academic staff, shall commence on the first day of ~~January~~ July following their election."

Be it further resolved that the Board of Governors approve a six-month extension to the terms of current Governors representing the Alumni Association, the University Senate, the administrative and support staff and the academic staff.

II.   FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1.   Draft Orientation Program for New Board and Committee Members

The Committee reviewed a draft orientation program for Board and Committee members. The program aims to introduce a standardized meeting at the beginning of the Board's governance year, similar to the model established for Senate and new Senators. In addition, targeted orientation programs in the form of specialized retreats for Committees members will be prepared in order to allow for on-going education of members' expertise in specialized areas of each Committee.

2.   Response to Governance Request for NGE Committee

The Committee reviewed a report in relation to the request to examine governance best practices concerning meeting procedures, consultation practices and Board composition, nomination and selection referred to the Committee by the Board in December 2016. The report addressed the role of the Board and Senate, the evolution of governance through various reviews related to the Board and to Senate, description of current practices related to meeting procedures, consultation practices, Board composition, nomination and selection as well as the identification, as appropriate, of areas for development. The identified areas for potential development and review by the NGE Committee, included a review of the *Regulations of the Committees of the Board of Governors* and a review of the nomination process for members-at-large. The report is attached as Appendix A.

3.   Other Business

The Committee discussed a recent meeting between the Chair of the Board, the incoming Chair of the Board, the Secretary-General and the McGill Communities Council (MCC). Members discussed recommendations arising from the meeting and identified ways to further enhance the communication of governance functions and processes.

END
May 2017

Report on Evolution of Governance Practices at McGill University

Background

At its meeting of December 1, 2016, the Board of Governors received a request to mandate its Nominating, Governance and Ethics (NGE) Committee to compile a report on Board of Governors best practices that would address areas related to meeting procedures, consultation practices and Board composition, nomination and selection. The Board referred the request to the NGE Committee, which is responsible for evaluating the governance functions of the Board of Governors and its Committees.

The NGE Committee considered the request at its meetings of April 10, 2017 and May 23, 2017 and also reviewed the SSMU Report, which formed the basis for the request presented to the Board in December 2016. The NGE Committee evaluated the three areas included in the scope of the December 2016 request: meeting procedures, consultation practices and Board composition, nomination and selection. It offers below a description of the role of the University's governing bodies, presents the evolution of governance through various reviews related to the Board of Governors and to the University Senate, outlines current practices and describes, as appropriate, areas for development.

Introduction - Board of Governors and Senate

The composition and responsibilities of McGill's governing bodies are established by the Statutes of McGill University. The Board of Governors is the highest governing body of the University with a fiduciary responsibility for maintaining and safe-guarding the University's assets. The Board has final authority over the conduct of all academic, business and financial affairs of the University. It is also the trustee of all University property and is responsible for its maintenance. The Senate is tasked with general control and supervision over the academic matters of the University. It is responsible for establishing and granting all degrees, diplomas and certificates and for making recommendations to the Board with respect to any project involving the academic policy of the University. The Senate and the Board of Governors hold annual joint meetings to discuss matters they consider relevant to the University's mission. Both bodies carry out their respective governance functions in a collegial governance framework that supports the mission and principles of the University.

Evolution of Governance

1. McGill and Good Governance – 1960s Governance Reform

The University has a legacy of attention to good governance. A full scale review of governance was carried out in the late 1960s, prompted internally by the University's reflection on its governing structures and encouraged by the 1966 Duff Berdahl Commission on University Government in Canada. The Commission studied Canadian university governing structures across Canada and made recommendations for governance best practices[1]. The Commission visited McGill as its first stop in 1965, just in advance of McGill's own internally initiated reflection on nature of its Senate and Board functions and membership, published as the report of the Joint Governors – Senate Committee on University Government at McGill University (in 1967). The result of this internal reflection was ultimately the creation of a version of the University's Statutes closest to the model under which we function today. The reforms to the Statutes expanded the University Senate, clarified its role, and introduced student and staff members to both the Senate

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[1] *University Government in Canada. Report of a Commission sponsored by the Canadian Association of University Teachers and the Association of Universities and Colleges of Canada.* Sir James Duff and Professor Robert O. Berdahl, published by the University of Toronto Press, 1966.

and the Board. Amendments to the structure and functions of both bodies continued in the intervening years to 2003 but such amendments were minor and essentially maintained the structures as approved in the early 1970s.

2.   McGill and Good Governance – Board Review 2003

The review of the Board of Governors initiated in 2003 reflected renewed interest in organizational accountability and transparency. Discussions with members of the Board of Governors in 2003 revealed concerns about the Board's procedures and practices, its capacity to engage its members effectively, and its ability to attract and retain the highest caliber individuals to serve as members. While differences were expressed regarding the optimal size of the Board, ranging from 10 to 30 members, general agreement emerged on the desirability of reducing the number of members while simultaneously introducing other mechanisms to improve Board effectiveness. In the spring of 2003, a working group composed of the Chair, the Principal, and the Secretary-General undertook consultations and a review of best practices and developed recommendations related to the size and composition of the Board, the role of governors emeriti, agenda setting, the location of meetings, and committee sizes and terms of reference.

Key Results of the Board Review:

- Reduction of the Board size from 74 members (45 voting, 22 Emeriti, 1 SSMU President and Resource Persons) to 27 (25 voting members and 2 Observers; see below), with term appointments for 27 Emeriti ending December 31 2009; since 2009, the Board eliminated term appointments for Governors Emeriti. Governors Emeriti currently serve indefinite terms.
- Revised University *Statutes* reflecting approved recommendations;
- Revised roster of Board Committees including documented and benchmarked terms of reference (including membership);
- Revised Regulations governing Board committees;
- Revised committee structures (Audit, Building and Property, Executive, Finance, Human Resources, Investment, Nominating and Governance[2], Committee to Advise on Matters of Social Responsibility); dissolution of the Academic Salary Policy Committee, the Non-Academic Salary Policy Committee, the Ad-Hoc Committee on Human Resources and the Committee on the Regulations Concerning Complaints of Sexual Harassment;
- A Board manual or "handbook" for Board members;
- Revised version of the *Regulations Relating to the Approval of Contracts and Signing Authority*;
- A series of best practice measures were implemented to facilitate/promote discussion at meetings (meetings held in a hollow square or roundtable structure[3]; consent agenda adopted, use of nameplates and fewer but more substantive matters on the agenda.

3.   Board Review: Refinements (2006-2011)

A second phase of review begun in 2006 and focused on the functioning of committees under the new structure, the implementation of a Board orientation and annual survey of functions (member self-assessment) and the development of a recruitment and succession planning model for Board membership. This second included the following elements reflecting good governance best practices:

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[2] In 2011, the Board approved the addition of "Ethics" to the Nominating and Governance Committee's name. The Committee is now called Nominating, Governance and Ethics Committee.
[3] The Board now has a permanent location for Board and Committee meetings. A suite of new meeting rooms (James Admin Building 301, 302, 303) were established in 2011.

- Establishment of Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning
- Establishment of annual Board survey
- Orientation sessions for new governors;
- Board recruitment/competencies statement;
- Calendars of Business for each of the Board Committees (planning and accountability document showing items coming forward over the course of a year, and reflecting the committee terms of reference);
- Calendar of Business for the Board of Governors and Senate;
- Revised committee and Board regulations including use of in camera session for committees.
- Establishment of Board of Governors Electoral Procedures (2010). These procedures are used for elections to the Board of Governors of Administrative and Support Staff and of Academic Staff.

4.   Governance Developments (2011-present)

The Board of Governors continues to implement regular reviews of its key functions. Following the establishment of a new structure for the Board of Governors Committees, the Board has carried out two comprehensive reviews of the Board Committee's terms of reference. A review in 2011 focused on standardizing the language and format of all Committee terms and on clarifying Committee mandates and the 2014 review focused on updating Committee mandates based on established good practices. An overview of governance practices that have evolved since 2011 is available in Appendix A.

5.   Senate Review (2006-2014)

McGill's commitment to best practices in governance continued with the launch, in 2006, of a review of Senate functions.   A Senate Review Working Group, chaired by the Secretary-General, reporting to Senate Nominating Committee completed a first draft of a review of Senate Committees – rationalizing and reducing the number of Senate Committees and more significantly restructuring the nature and focus of Senate Committees in alignment with the mandate of Senate. The review was finalized in 2009, with recommendations related to Senate Committee terms of reference approved by Senate in May 2009. Additional Senate Committee terms of reference reviews followed in 2009 and 2013 (Academic Policy Committee and Senate Steering Committee).

Following the review of the Senate Committees' terms of reference, Senate mandated an Ad Hoc Committee to consider recording and transmission of Senate meetings. The report of the Ad Hoc Committee was presented to Senate in November 2012 and contained recommendations that live video recording and transmission of Senate's open session meetings be conducted on a trial period, until 2013. The practice of streamlining Senate open sessions continued beyond 2013 and was revisited in November 2013. The report of the Ad Hoc Committee formed in 2013 was presented to Senate in 2014 and recommended that livestreaming of Senate meetings continue and that transmissions be archived as non-downloadable files for access by members of the University community for a period lasting up to the next Senate meeting. These recommendations were approved by Senate in March 2014.

Senate's next review focused on enhancing the effectiveness of Senate meetings. More specifically, the review explored ways to increase the engagement of Senators and enhance discussion and debate at meetings. To that end, Senate established, in November 2013, an Ad Hoc Committee on the Enrolment of Senate Meetings. The Ad Hoc Committee's report was presented in April 2014. Based on the recommendations of the Ad Hoc Committee, Senate adopted a series of practices that intended to enhance the effectiveness of Senate meetings. These included, for example, the addition of a "Business Arising" section on Senate agendas, the

requirement to consult Senate on the contents of Senate's calendar of business, the practice of circulating in advance of Senate meetings responses to questions and the inclusion of regular Open Discussions at Senate meetings.

In addition to focusing on enhancing the effectiveness of Senate meetings, Senate initiated a review of the composition of Senate in 2013. To that end, Senate created an Ad Hoc Committee, whose recommendations were presented to Senate in May 2014 and included recommendations, which were reflected in revisions to article 6.1.1 of the Statutes. In summary, the key outcomes of the review included:

> o   Modification of the distribution of elected faculty representatives among the Faculties to more closely reflect the relative proportion of the faculty complement in the unit
> o   Addition of 3 faculty members-at-large to Senate's composition
> o   Addition of a seat for PGSS and the University Registrar and Executive Director of Enrolment Services and the Director of Teaching and Learning Services as ex officio members;
> o   Implementation of staggered terms on Senate
> o   Establishment of formal process for filling Senate seats that are vacated before the normal end of term
> o   Addition of a provision for regular review of Senate composition at least once every 10 years

6.   Consideration of SSMU December 2016 Request

The NGE Committee supports continuous improvement to governance in order to enhance the effectiveness and performance of the Board's overall governance functions. An overview of current practices related to meeting procedures, consultation practices and Board composition, selection and nomination is provided below. Areas for future development are identified, as appropriate.

Meeting Procedures

The Board of Governors and the Senate are responsible for establishing rules and procedures governing the conduct of their meetings. The Board's meeting procedures are contained in its Rules of Order and Procedure, which have been established by the Board in April 2016. The Board Rules of Order and Procedure describe the Board's general duties and responsibilities as outlined in the Statutes and explain the manner in which the Board and Board Committees carry out meetings in discharge of its governance functions. Matters covered by the Board Rules of Order and Procedure include, for example, regulations concerning constitution and quorum, open and closed sessions of the Board, in-camera meetings of Board Committees, voting and debate procedures, and conflicts of interest. In addition to the Board Rules of Order and Procedure, the conduct of Committee meetings is addressed in the Regulations Relating to the Committees of the Board of Governors. The last time the Committee Regulations were reviewed was in 2012 and the next review is scheduled for the 2017-18 governance year.

Consultation Practices

The Board conducts its business within a consultative structure that is reflected in the representative nature of the Board's composition and that of its Committees and in the practices it has established with its Committees and the Senate. To fulfill its decision-making function, the Board draws on the skill-sets and specialized expertise and knowledge of its members, who provide assessments that aim to serve the best long-term interests of the University. Depending on the subject matter, the Board may also consult others on particular subject areas, draw on the strengths of experts or witnesses, or commission studies or reports.

The framework set out in the Statutes explains Senate's role in relation to the Board of Governors and establishes Senate's ability to submit recommendations to the Board with respect to certain matters. It is customary for the Board of Governors to receive recommendations from Senate in the course of the Board undergoing extensive governance reviews that implicate the academic mission of the University. In the normal course of proceedings, the Board of Governors and Senate are responsible for establishing rules and regulations governing their own meetings, practices and procedures.

In an effort to provide for more opportunity for members of the McGill community to engage with the Board of Governors, the Board has established the practice of holding biannual Community Sessions, which allow members of the community to submit questions to the Board of Governors. For more information, please consult: https://www.mcgill.ca/boardofgovernors/community-sessions.

The Board of Governors has also established the practice of consulting student associations with respect to Board Committee assignments and established the practice of holding annual Board student forums. In addition, in the recent past, the Chair of the Board began meeting with community groups such as the McGill Communities Council.

Board Composition, Selection and Nomination

The current Board of Governors composition was the result of an extensive governance review that started in 2003. Based on a recent review of Board compositions at peer universities, the McGill model continues to reflect good governance practices with respect to representation of major stakeholder groups within the Board of Governors[4].

The current selection and nomination process of at-large members is overseen by the Recruitment and Succession Planning Subcommittee of the NGE Committee. An overview of this process is provided in Appendix B. In an effort to provide for community involvement in the nomination process of members-at-large, the NGE Committee intends to review the current selection and nomination process with a view to providing more direct opportunities for members of the McGill community to submit nominations. Implementing such a practice would provide an opportunity for community involvement and possibly broaden the pool of prospective candidates to reflect diversity of the wider community.

Appendix A

In the recent years, a number of governance practices have been implemented to further enhance the overall performance and effectiveness of the Board and its Committees. An overview is provided below.

Evolution of Governance since 2011: An overview

- Review of Board Committee terms of reference: the last review was finalized in 2016. (Previous reviews took place in 2011-12 and 2007). The reviews have focused on implementing updates that provided for further clarify and standardization of practices as well as the implementation of updates to reflect best practices.

- Engaged a governance specialist to conduct a Governance Workshop for members of the Board of Governors (2011).

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[4] A review of U15 Board compositions was completed by the Secretariat in April 2017.

- The Board has established a practice of holding Board-student forums. The first forum was held in 2011 and three more have been held since then, most recent one in March 2017.

- Development of mechanisms for evaluation of Board and Committee performance and effectiveness:

    - Revised Board of Governors and Committee Evaluation (2012)
    - Implementation of evaluations after Board meetings, retreats, joint Board-Senate meetings etc (2012)

- Implemented electronic distribution of all documents in support of the University's environmental objectives and created online secure portal for Board and Committee materials (2011-2015).

- The Board has developed guidelines for presentations at Board meetings and the use of consent agendas (2014).

- Members of the McGill community receive regular communications from the Principal regarding highlights of Board meetings. In addition, all Open Session documents are available online (2013).

- The Board has aligned terms of office for Members-at-large and student representatives on the Board (July 1 to June 30 for members-at-large and June 1 to May 30 for students), and resulting amendments to Statutes (2015).

- The Board's NGE Committee has reviewed the Declaration and Disclosure of Conflict of Interest Form to provide for clearer disclosure or reporting concerning conflicts or interests by Board and Committee members (May 2016).

- In the recent years, the majority of Board items have been placed in open session. Please see table below for the breakdown of items in closed vs. open session.

BOG Meetings / Open vs. Closed items		
	% of items in	% of items in
Year	Open session	Closed session
2012-2013	50.61%	49.39%
2013-2014	73.24%	26.76%
2014-2015	73.91%	26.09%
2015-2016	80.00%	20.00%
2016-2017	73.33%	26.67%

- The Board of Governors Rules of Order and Procedure, which have been established by the Board in 2016, guide the proceedings, debate and voting of the meetings of the Board of Governors and its committees. The Rules of Order explain common rules and procedures for deliberation and debate, and aim to increase meeting efficiency and effectiveness.

- The Rules also establish the types of items that would be normally considered by the Board in closed session. These items relate to recommendations for appointments, promotion and the grant of tenure, human resources, budget, finance and property; collective bargaining; internal Board procedures and policies.

- The Board has established further regulation for the use of in-camera sessions at Committee meetings:

  In line with the Board Rules of Order and Procedure, the purpose of an in-camera session is to provide an opportunity:

  i) for any member who may feel constrained during the meeting in expressing candid views or opinion on a matter pertaining to the agenda, the Committee or the University;
  ii) for discussion of matters affecting Committee effectiveness and efficiency, including, but not limited to: - the quality or sufficiency of information or materials provided for the meeting; - the performance of the Committee and the overall usefulness and quality of the meeting; - the performance of management in support of the Committee; - topics or issues to be placed on the agenda for a future meeting; - analysis or preparation needed for future discussion; - Committee education and development (from Board Rules of Order and Procedure, 2016).

  Matters considered during an In-Camera session shall be for information, questions and discussion and shall be subject to the Board rules on conflict of interest. No motions shall be permitted during an In-Camera session.

- The Board has established the practice of holding community sessions the Board of Governors provides students, staff, faculty, alumni, and members of the community with an opportunity to submit questions to the Board on matters within its mandate. Please see: https://www.mcgill.ca/boardofgovernors/community-sessions (2016).

- The Board has established further structures to assist it in fulfilling governance responsibilities: Investment Subcommittee (2014), IT Subcommittee (2016), and BPC Advisory Subcommittee (2017).
  Appendix B

Process for appointing members-at-large to the Board of Governors

The Statutes of McGill University set out the composition of the Board of Governors, which provides for a broad range of membership from the major constituencies of the University, including faculty, administrative and support staff, students and alumni, as well as 12 (out of a total of 27) members-at-large.

The Statutes give the Board of Governors authority only with respect to the election of the twelve members-at-large of the Board of Governors, who are eligible to serve a maximum of two five-year terms. The remaining fifteen members are elected to the Board in accordance with other constituency directed processes described in the Statutes.

The Statutes stipulate the composition and mandate of the Board's Nominating, Governance and Ethics (NGE) Committee, which makes nominations to the Board of Governors with respect to members-at-large. The mandate of the NGE Committee also includes making nominations to the Board of Governors for the standing committees of the Board and for representation of the Board on Senate. Moreover, the NGE Committee recommends to the Board the creation of committees (Statutes, 1.4.2).

The Board of Governors, on the recommendation of the NGE Committee, established a Recruitment and Succession Planning (RSP) Subcommittee, which is responsible for promoting succession planning of members-at-large and for developing a roster of nominations. The Subcommittee works to support the Board's objective to recruit highly qualified and committed volunteers to serve on the Board.

The Subcommittee is responsible for identifying and cultivating a pool of prospective candidates, taking into consideration requisite skills and attributes needed to meet the objectives of a range of expertise on the Board and the importance of reflecting the diversity of the wider community in terms of gender, age and visible minority representation.

The Subcommittee undertakes a formal process for identifying future members- at-large, which aims to develop a list of prospective candidates. The Subcommittee may engage the services of a special consultant to assist the Subcommittee in   developing the desired background and expertise of prospective candidates, and in finding individuals who possess the relevant characteristics deemed to be required. A summary of the skills and attributes normally sought for service on the Board is provided in Appendix A.

The NGE Committee, informed by the work of the RSP Subcommittee, makes recommendations concerning the appointment of members-at-large to the full Board of Governors. It considers the requirements and needs of the Board of Governors at that time, and aims to nominate highly qualified and skilled members who are capable of good governance functions. The NGE Committee also regularly appoints prospective members-at-large to first serve as members of the community on the Board's standing committees (i.e. Finance, Audit, Investment, Human Resources).

In accordance with the Statutes of McGill University, appointments of new members-at-large are presented to the Board twice: the first presentation serves as a notice of appointment and, the second, as a recommendation requiring formal approval by the Board. The Statutes stipulate that at least five of the twelve members-at-large are graduates of McGill.

Appendix A - SKILLS AND ATTRIBUTES

Knowledge Level:

Strategy/Policy

Finance/Accounting

Human Resources

Investment & Pension

Real Estate

Philanthropy /Fundraising

Government Relations

Communication/Public Affairs and Social Media

Information Technology

Management

Governance

Community Involvement